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中國三三傳媒集團有限公司
CHINA 33 MEDIA GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08087)

(1) UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS

(2) INSIDE INFORMATION

RESULT OF PUBLIC TENDERING OF RIGHT OF DISTRIBUTION OF MAGAZINES ON PASSENGER TRAINS IN THE PRC

PROFIT WARNING

(3) RESUMPTION OF TRADING

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

China 33 Media Group Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) has noted the recent increase in the price and increase in trading volume of the shares of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Company confirms that save as disclosed in this announcement below, the Company is not aware of any reasons for these price and volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

RESULT OF PUBLIC TENDERING OF RIGHT OF DISTRIBUTION OF MAGAZINES ON PASSENGER TRAINS IN THE PRC

Reference is made to the announcement of the Company dated 7 January 2013 regarding the public tendering of the right of distribution of magazines on passengers trains in the PRC.

The directors of the Company (“**Directors**”) are pleased to announce that China Railway Publisher, the publishing partner of “旅伴” (Fellow Traveller), has successfully obtained the distribution right of “旅伴” (Fellow Traveller) from the public tendering. Formal agreements will be entered into between China Railway Publisher and the advertising company under the respective railway bureaus on or before 28 February 2013.

The board of Directors (“**Board**”) was given to understand that People Railway Publisher, the publishing partner of “旅客報” (Passengers) and “報林” (Resources), had not submitted tendering proposals for “旅客報” (Passengers) and “報林” (Resources). Following the release of the tendering result, “旅客報” (Passengers) has halted its distribution on the high-speed railway network in China and “報林” (Resources) has halted its distribution on the high-speed railway network and selected regular trains in China. The Company understands that the publishing partner of “旅客報” (Passengers) and “報林” (Resources) is in negotiation with the relevant national and certain local railway bureaus about the continuation of distribution rights of “旅客報” (Passengers) and “報林” (Resources) on high-speed railway and regular trains in China.

During the year ended 31 December 2011, the printed media advertising business constituted approximately 83.1% of the Group’s total revenue and “旅客報” (Passengers) and “報林” (Resources) in aggregate constituted 50% of the Group’s revenue in the printed media advertising business segment. As such, in the event that “旅客報” (Passengers) and “報林” (Resources) fail to resume their distribution on the passenger trains and/or other distribution channels that can attract comparable volume of advertisements therein, or People Railway Publisher chooses to cease the publication of these newspaper and periodical in the future, the Group’s revenue and profitability may be materially and adversely affected.

The Group will discuss with People Railway Publisher about the prospects of “旅客報” (Passengers) and “報林” (Resources) and the status of the cooperation agreements entered into with People Railway Publisher. Further announcement(s) will be made by the Company on any significant development regarding the decision of the Group and People Railway Publisher regarding the prospects of the above newspaper and periodical.

PROFIT WARNING

Reference is made to the announcement of the Company dated 26 October 2012 in respect of the profit warning for the nine months ended 30 September 2012 and the announcement (the “**2012 December Announcement**”) of the Company dated 13 December 2012 regarding the issue of writs against Beijing Aoshen Media Advertising Co., Ltd (“**Beijing Aoshen**”), a wholly-owned subsidiary of the Company (the “**Beijing Aoshen Contractual Dispute**”).

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary assessment by the Board of the financial information of the Company currently available, which has neither been reviewed by the audit committee of the Company nor audited by the auditors of the Company, the Group is expected to record a loss for the full year ended 31 December 2012 as compared with a profit made for the corresponding period in 2011.

The Board believes that the loss was mainly attributable to the decrease of profit margin as a result of amortisation of the agency fee, maintenance fees and media service fees paid for the advertisement project on headrests cover sheets, folding tables and poster frames on high-speed railway trains, increase in staff costs by increment of headcounts, increase in printing costs for the printed media business, as well as agency fees to the Group's publishing partners and the Beijing Aoshen Contractual Dispute which Beijing Aoshen may be liable to pay damages of approximately RMB4.7 million (details of which are included in the 2012 December Announcement). In addition, less advertising orders from property developers and companies related to property development due to imposition of control measures on the real estate sector by the PRC government also caused the revenue for the period to drop significantly as compared with the corresponding period in 2011.

Detailed information regarding the Group's final results for the full year ended 31 December 2012 will be set out in the Company's results announcement in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was halted with effect from 1:00 p.m. on 23 January 2013 pending the release of two announcements, which are inside information of the Company. The two announcements mentioned above have been combined in this announcement. Application has been made by the Company for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 24 January 2013.

By Order of the Board
China 33 Media Group Limited
Lin Pintong
Chairman and Executive Director

Hong Kong, 23 January 2013

As at the date of this announcement, the executive Directors are Mr. Lin Pintong (Chairman), Mr. Ruan Deqing, Mr. Han Wenqian and Mr. Wang Fuqing; the non-executive Director is Mr. Wang Jianqing; and the independent non-executive Directors are Mr. Gao Xingbo, Mr. Feng Bing, Mr. Chen Shaofeng and Ms. Xing Zhibin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the

information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company’s website at www.china33media.com.